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Plasticycle Inc.
1994 Annual Report





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Report to Shareholders

During fiscal 1994 your Company experienced a very eventful year and attained a number of significant milestones in terms of direction and diversification of product line. Although the operation matured in 1994 the reported sales revenue of \$477,595 was not sufficient to offset cost of sales and overhead, resulting in a net loss before income taxes of \$150,509 which translates to 3 cents per outstanding common share. A number of changes to the marketing, production and organizational structure have been put in place since the 31 August 1994 fiscal year end that are expected to improve the bottom line performance of your Company.

In June 1994 Plasticycle closed a public offering of 2,000,000 common shares, the proceeds of which were used to rectify a long continuing working capital deficiency. All creditor accounts were brought to a current basis and a further financial restructuring has eliminated the long term debt from the balance sheet. The Company ended the fiscal year in a strong position to pursue active marketing of vacuum system pipe and the Knotwood plastic lumber line installed in January 1994.

Management closed the purchase of the plant building and land on 30 December 1994 at a very attractive price. The appraised value of the plant building, consisting of some 30,000 square feet of shop space and approximately 3 acres of yard, is in excess of \$500,000 which unfortunately will be reflected on future balance sheets at the \$275,000 cost. This transaction will give immediate relief to the earnings statement by reducing the annual lease rental payments from \$67,500 to zero. The location is in Calgary's central area providing a convenient area for a "drop-off" zone for public post consumer plastic waste which is normally destined for local landfill sites.

There is increasing pressure from governments, concerned public, and environmental groups that plastic waste be diverted from landfill and incineration disposal facilities. This concern has provided more recycling material feedstock to the Company. Management has approached the City of Calgary administration regarding the possibility of the City establishing plastic container collection sites similar to the "green box" system presently in place for newsprint, metal cans and glass containers. During 1993 and 1994 the Company demonstrated that the plant facility is capable of processing all types of plastic that will provide a sufficient feedstock to support the Knotwood plastic wood production line.

During 1994 the Company initiated discussions with Corrections Canada (CORCAN) for the construction of a Knotwood plastic lumber plant at one of the institutions located in western Canada. Ambitious negotiations

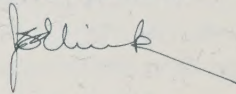
proceeded for a period of six months until November 1994 when management were informed that discussions will be suspended for an indefinite period. There is speculation that CORCAN does not have the capital budget for this type of operation and has decided to take a "wait and see" approach to rumours that the Province of Alberta jail system will be privatized. If that political move proves successful that it may be fair to say the federal system may be a candidate for privatization and a fully operating production plant may be surplus to CORCAN.

Your Company management have recognized the need to diversify the business of Plasticycle in order to smooth the vagaries of the marketplace. In that context, an acquisition target has been identified which can triple the present size of Plasticycle. Management have entered into an agreement in principle with Garwood Financial to enter into a private placement of 3,000,000 common shares with a Limited Partnership formed and managed by Garwood. Proceeds of the issue will be used by Plasticycle for 1) closing of acquisition target, 2) retire mortgage on land and building, 3) installation of another Knotwood plastic lumber production line and 4) working capital. The issue is expected to be fully subscribed and is slated to close on or before 31 January 1995.

Your Company is continuing discussions with the Tire Recycling and Management Board and the Alberta Research Council toward the commencement of a joint Research and Development program that will determine whether rubber crumb from used tires can be incorporated into the Knotwood plastic lumber product. Management is optimistic the test results will provide a more flexible superior product which will produce value from the 1.5 million tires sitting in the City of Calgary Shepard landfill site.

On behalf of the Board of Directors, I thank you for your continued support.

PLASTICYCLE INC.

A handwritten signature in dark ink, appearing to read 'J. Eliuk', with a long horizontal line extending from the end of the signature.

John S. Eliuk, B.Comm.,CMA
President and Director

Operations Review

Plasticycle Products Ltd. commenced full production of the "KNOTWOOD" Lumber product in January 1994. Using a system which Plasticycle designed to extrusion mold contaminated plastics into wood, metal and concrete replacements.

The system will take post consumer and industrial plastic waste that is mixed and contaminated with paper, closures, copper, aluminum, wood chips, etc. and molds a product called "Knotwood". This plastic product is used in farm, agriculture, marine, construction, landscape, playground, park and many other applications. The product substantially reduces or eliminates maintenance and frequent replacement of wood, concrete and metal.

Plastic Waste used in a Knotwood System

The Knotwood system uses as its feedstock, post consumer plastic waste and plastic waste from commercial operations (molders, resin, producers, converters).

Consumer waste (see figure 1) can be supplemented with industrial waste that can be identified. Contaminated virgin resin, off quality molded parts, plastic drums, old flower pots, printed or metalized trim, compact multi-layer film or bottles, P.E.T., PVC cross link PE. All are usable to make plastic shapes that may be square, circular, rectangular, oval, trapezoidal, trilobal or irregular depending upon the end use. All molded items must have the same continuous dimensions for the entire length of the product to allow for extraction from the mold. New mold developments will allow the molding of shapes with molds that can be used for direct replacement of wood, concrete and metal.



The Market

Markets for "Knotwood" are now being developed in Canada and the United States as plastic recycling becomes a part of our daily routine.

The markets which are known to us are:

Agriculture

Horse stalls
Ranch fences
Erosion control

Civil Engineering

Barriers
Fences
Traffic direction posts

Gardening & Horticulture

Garden furniture
Compost bins
Retaining walls

Marine Engineering

Pier impact protectors
Dock side fender
Boat docks
Bulk heads
Rub rails
Board walks

Recreational

Park benches
Sand box kits
Storage bins
Picnic tables
Playground equipment
Flower & tree boxes

Industrial

Highway construction
Pallets
Pipe racks
Fencing
Traffic barriers
Bus stop benches



To make recycling succeed, we must do more than talk about it and offer token solutions. Public and government support is necessary to make a true recycle program profitable and a long term success. The Knot wood system offers industry its first practical solution to the recycle of post consumer plastic waste. Before the Knotwood system the only use for this plastic was landfill. We can now help solve a problem with this commercially proven system.

During 1994, Knotwood consumed and converted 1.3 million pounds of waste plastic that was diverted from land fill sites.

Plasticycle Products is now concentrating on the marketing aspect of Knotwood which is expected to surpass sales of vacuum pipe, the company's core business.

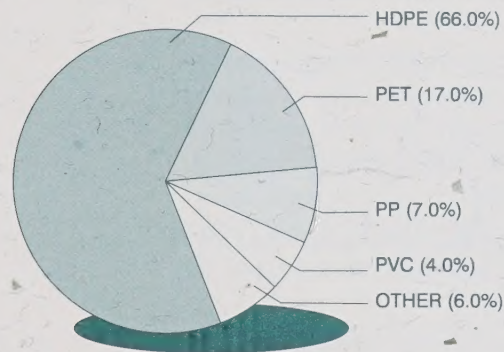
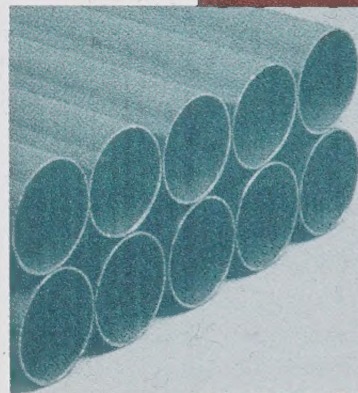


Figure 1

Plastic Resins used in Containers
as Feedstock for Knotwood Lumber



PVC Vacuum System Pipe

Plasticycle Products Ltd. operates a fully integrated PVC vacuum pipe business which has a capacity rate of 2,000 feet per hour. During 1994 the production line used 2.0 million pounds of plastic feedstock and shipped 3.0 million feet of product. Profit contribution is based on volume sales of 250,000 feet or \$50,000. per month. The Company expects this volume to be consistent in 1995 which will provide a \$10,000 per month contribution to the earnings statement.

AUDITORS' REPORT

To the Shareholders of
Plasticycle Inc.

We have audited the consolidated balance sheet of Plasticycle Inc. as at August 31, 1994, and the consolidated statements of loss and deficit and changes in financial position for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 1994 and the results of operations and the changes in financial position of the Company for the year then ended in accordance with generally accepted accounting principles.

The financial statements as at August 31, 1993 and for the year then ended were audited by other auditors who expressed an opinion without reservation on those statements in their report dated November 23, 1993 and December 29, 1993.

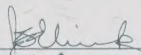
Anthony Chatterley Bleasley & Horan

Chartered Accountants
Calgary, Alberta
October 13, 1994

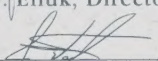
Consolidated Balance Sheet of Plasticycle Inc.

	AUGUST 31	
	1994	1993
ASSETS		
CURRENT ASSETS:		
CASH (NOTE 6)	\$ 59,916	\$ -
ACCOUNTS RECEIVABLE	34,307	103,075
INVENTORY	123,485	71,613
PREPAID EXPENSES	5,479	4,016
	<u>223,187</u>	<u>178,704</u>
CAPITAL ASSETS (NOTE 4)	290,150	277,183
	<u>\$ 513,337</u>	<u>\$ 455,887</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
BANK INDEBTEDNESS	\$ -	\$ 8,311
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES (NOTE 6)	101,318	170,828
CURRENT PORTION OF LONG-TERM DEBT (NOTES 5 AND 6)	50,000	27,622
	<u>151,318</u>	<u>206,761</u>
LONG-TERM DEBT (NOTES 5 AND 6)		135,466
SHARE CAPITAL (NOTE 6)	679,837	280,969
DEFICIT	(317,818)	(167,309)
	<u>362,019</u>	<u>113,660</u>
	<u>\$ 513,337</u>	<u>\$ 455,887</u>

Approved by the board



 J.S. Eliuk, Director



 J. Van Wert, Director

Consolidated Statement of Loss and Deficit

	YEAR ENDED AUGUST 31	
	1994	1993 (RESTATE -NOTE 2)
REVENUE	\$ 477,595	\$ 530,771
COST OF SALES (SCHEDULE)	407,395	473,311
GROSS PROFIT	70,200	57,460
EXPENSES:		
AMORTIZATION	42,270	34,860
ADMINISTRATION EXPENSES (SCHEDULE)	266,371	192,412
INTEREST ON LONG-TERM DEBT	-	6,932
LOSS ON SALE OF CAPITAL ASSETS	1,600	-
	310,241	234,204
LOSS BEFORE THE FOLLOWING	(240,041)	(176,744)
GAIN ON SETTLEMENT OF DEBT (NOTE 6)	89,532	-
LOSS BEFORE INCOME TAXES	(150,509)	(176,744)
DEFERRED INCOME TAXES (RECOVERED)	-	(1,883)
NET LOSS FOR THE YEAR	(150,509)	(174,861)
RETAINED EARNINGS (DEFICIT), BEGINNING OF YEAR	(167,309)	7,552
DEFICIT, END OF YEAR	\$ (317,818)	\$ (167,309)
LOSS PER SHARE	\$ (0.03)	\$ (0.06)

Consolidated Statement of Change in Financial Position

	YEAR ENDED AUGUST 31	
	1994	1993
OPERATING ACTIVITIES:		
NET LOSS FOR THE YEAR	\$ (150,509)	\$ (174,861)
ADD (DEDUCT): ITEMS NOT REQUIRING CASH		
AMORTIZATION OF CAPITAL ASSETS	42,270	34,860
DEFERRED INCOME TAXES (RECOVERED)	-	(1,883)
LOSS ON SALE OF CAPITAL ASSETS	1,600	-
GAIN ON SETTLEMENT OF DEBT	(89,532)	-
	(196,171)	(141,884)
NET CHANGE IN NON-CASH OPERATING WORKING CAPITAL ACCOUNTS		
ACCOUNTS RECEIVABLE	68,768	(34,367)
INVENTORY	(51,872)	(49,413)
PREPAID EXPENSES	(1,463)	8,663
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	(69,510)	84,725
	(250,248)	(132,276)
FINANCING ACTIVITIES:		
ADVANCES BY A DIRECTOR	6,634	-
ADVANCES REPAID TO A DIRECTOR	(6,634)	-
REPAYMENTS OF LOANS PAYABLE	-	(84,511)
PROCEEDS OF LONG-TERM DEBT	-	44,699
REPAYMENT OF LONG-TERM DEBT	(23,556)	(61,397)
ISSUANCE OF SHARE CAPITAL FOR CASH	371,000	350,000
SHARE ISSUANCE COSTS	(68,353)	(69,040)
ISSUANCE OF SHARE CAPITAL FOR DEBT	96,221	-
	375,312	179,751
INVESTING ACTIVITIES:		
ACQUISITION OF CAPITAL ASSETS	(65,746)	(59,040)
PROCEEDS ON SALE OF CAPITAL ASSETS	8,909	-
	(56,837)	(59,040)
INCREASE (DECREASE) IN CASH FOR THE YEAR	68,227	(11,565)
CASH (BANK INDEBTEDNESS), BEGINNING OF YEAR	(8,311)	3,254
CASH (BANK INDEBTEDNESS), END OF YEAR	\$ 59,916	\$ (8,311)
CASH CONSISTS OF:	\$ 59,916	\$ -
CASH	-	(8,311)
BANK INDEBTEDNESS	\$ 59,916	\$ (8,311)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 1994

1. Nature of operations:

Plasticycle Inc. through its subsidiary, carries on the business of processing waste plastics for resale and for use in the manufacturing of its own finished products.

The Company has suffered significant operating losses in each of its last two years and currently has experienced previous working capital deficiencies. The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or equity financing sufficient to meet current and future obligations.

2. Comparative amounts:

Certain amounts in the prior period have been restated to conform with the current year's presentation.

3. Accounting policies:

(a) Principles of consolidation-

These consolidated financial statements contain the accounts of the Company and its wholly-owned subsidiary, Plasticycle Products Ltd. (formerly 330867 Alberta Ltd.).

The shares of Plasticycle Products Ltd. were acquired from the Company's shareholders on August 31, 1992 using the provisions of subsection 85(1) of the Income Tax Act. The Company issued 2,399,997 common shares, having a stated capital of \$500,000 as consideration.

Generally accepted accounting principles require that this acquisition follow the continuity of interest basis of accounting where the accounts reflect the net book values of the assets acquired and not the fair values determined when the assets were acquired from its shareholders. As a result, share capital for accounting purposes was also reduced by \$499,994 to \$9.

(b) Inventory-

Inventory is valued at the lower of cost and net realizable value. Costs related to the handling and storage of inventory are expensed in the period incurred and not allocated to inventory on hand at year-end.

(c) Amortization-

Amortization is provided for using the following methods and annual rates:

Leasehold improvements	-	Straight-line over 60 months
Extruder	-	10% straight-line
Grinder	-	12.5% straight-line
Production equipment	-	10% straight-line
Vehicles	-	30% declining balance
Shop equipment	-	20% declining balance
Office equipment	-	20-30% declining balance

One-half the normal amortization is provided in the year of acquisition.

4. Capital assets:

		<u>1994</u>		<u>1993</u>
	<u>Cost</u>	<u>Accumulated depreciation*</u>	<u>Net book value</u>	<u>Net book value</u>
Leasehold improvements	\$ 9,991	\$ 2,498	\$ 7,493	\$ 9,492
Extruder	181,964	37,049	144,915	163,111
Grinder	14,019	1,130	12,889	-
Production equipment	112,044	20,513	91,531	59,167
Vehicles	3,226	1,560	1,666	10,861
Shop equipment	45,589	17,249	28,340	28,315
Office equipment	9,840	6,524	3,316	6,237
	<u>\$ 376,673</u>	<u>\$ 86,523</u>	<u>\$ 290,150</u>	<u>\$ 277,183</u>

5. Long-term debt:

	<u>1994</u>	<u>1993</u>
Conditional sales contract	\$ 113,586	\$ 114,554
Trade account payable converted to long-term debt (Repayable in monthly instalments of \$3,869, including interest at 7% commencing January 1, 1994, due January 1998, secured by extruder. At August 31, 1994,	43,946	43,946

payments were eight months in arrears (Note 6))

Capital lease, repayable in monthly instalments of \$602, including interest at 14%, due February 1994, secured by forklift

	157,532	158,500
	-	4,588
	<u>157,532</u>	<u>163,088</u>
Less:		
Amount settled by issue of common shares (Note 6)	(107,532)	-
Estimated principal portion due within one year (Note 6)	(50,000)	(27,622)
	<u>\$ -</u>	<u>\$ 135,466</u>

On August 31, 1994, the conditional sales contract, together with the trade account payable owing to the same supplier was renegotiated. It was agreed that the debt would be settled by the payment of \$50,000 cash and the issuance of 30,000 common shares of the Company. This was completed in September of 1994 (See Note 6).

6. Share capital:

(a) Authorized-

- Unlimited number of voting common shares
- Unlimited number of non-voting common shares
- Unlimited number of preferred shares issuable in series

(b) Issued-

Common shares-	<u>Number</u>	<u>Amount</u>
Outstanding August 31, 1992	2,600,000	\$ 9
Issued for cash pursuant to public offering, net of share issue costs of \$69,040	<u>1,000,000</u>	<u>280,960</u>
Balance, August 31, 1993	3,600,000	280,969
Issued for cash pursuant to public offering, net of share issue costs of \$68,353	2,000,000	251,647
Issued for cash on exercise of Agents' options	<u>200,000</u>	<u>51,000</u>

	5,800,000	583,616
To be issued for settlement of debt (See (c) below)	151,846	96,221
Balance, August 31, 1994	5,951,846	\$ 679,837

(c) Settlement of debt for common shares-

In August of 1993, the Company was able to negotiate the settlement of the long-term debt and various trade payables. The shares were issued for a deemed value of \$0.60 per common share. As a result, the Company realized a gain on settlement of the long-term debt of \$89,532. As a result, in August of 1994, the following liabilities were extinguished:

	<u>Amount settled</u>	<u>Number of shares issued</u>	<u>Cash payment</u>
Accounts payable and accrued liabilities	\$ 71,586	110,789	\$ -
Long-term debt	\$ 157,532	30,000	\$ 50,000
Due to a director	\$ 6,634	11,057	\$ -

The share transaction has been reflected in August of 1994 as it was only subject to regulatory approval. Included in the cash balance as at August 31, 1994 is \$50,000 which was paid in September of 1994 to extinguish the balance reflected in the current portion of long-term debt.

(d) Pursuant to a stock option plan authorized by the Company on December 9, 1992, the following options are outstanding as August 31, 1994

<u># of shares</u>	<u>Expiry date</u>	<u>Exercise price</u>
256,667	December 8, 1997	\$ 0.35
100,000	February 5, 1999	\$ 0.16
203,333	June 16, 1999	\$ 0.34

Subsequent to the year end, 20,000 of the options due to expire on December 8, 1997 were exercised.

- (e) (i) Pursuant to the agency agreement for shares issued pursuant to the public offering in fiscal 1993, the agent received an option to purchase 100,000 common shares at a price of \$0.35 per share. The option was fully exercised during the current fiscal year.
- (ii) Pursuant to the agency agreement for shares issued pursuant to the public offering in the current

fiscal year, the agent received an option to purchase 200,000 shares at a price of \$0.16 per share.

One-half of the option was exercised during the current fiscal year and the balance will expire on May 17, 1995, if not exercised.

(f) Pursuant to an escrow agreement dated May 11, 1994, 1,435,000 common shares have been deposited in escrow. The agreement provides that the escrowed shares be released pro rata to the shareholders as follows:

(i) 10%, nine months following May 11, 1994, the final receipt date for the prospectus issued in connection with the current year's public offering.

(ii) 30%, after each of the first, second, and third anniversaries of the initial release.

7. Management remuneration:

During the year, the Company paid \$71,827 (1993- \$77,188) to two of its executive officers.

8. (a) Lease commitments:

The Company's obligation under its operating lease for occupied premises, exclusive of realty taxes and other occupancy charges, which commenced June 1, 1993, is as follows:

1995	-	\$	67,500
1996	-	\$	73,500
1997	-	\$	79,500
1998	-	\$	58,000

The lease expires on May 31, 1998.

(b) Management services:

The Company has entered into agreements with two of its executive officers. It has agreed to pay fees as follows:

1995	-	\$	72,000
1996	-	\$	72,000
1997	-	\$	36,000

The Company has entered into an agreement with a company to provide the services of the president. The agreement requires payment in the next fiscal year of \$24,000.

9. Related party transactions:

(a) Management services-

During the year, the Company paid \$42,000 (1993- \$Nil) for management services to an entity related to the Company's president.

(b) Advances by a director-

During the year, a director of the Company advanced \$6,634 to the Company. The advance was non-interest bearing and was settled for common shares (See Note 6).

10. Income tax benefits available:

For income tax purposes, the Company and its subsidiary have losses available to be carried forward against future taxable income. These losses will expire as follow, if not utilized to reduce future income taxes payable

1999	-	\$	13,700
2000	-	\$	172,252
2001	-	\$	198,280

The recognition of the future benefits of these losses has not been made in the financial statements.

11. Contingencies:

A former director and companies controlled by this former director have filed statements of claim and counterclaims against the Company in the approximate amount of \$180,000 and damages of \$50,000. The claims are regarding equipment and loans alleged to be held and owing by the Company to the parties making the claims. The Company has filed a statement of defence to these claims and filed statements of claim and counterclaim against the parties involved, for a total amount of \$75,153. The outcome of these actions is not determinable at this time, however management is of the opinion that the Company will suffer no loss as a result thereof.

Plasticycle Inc. Schedule of Sales and Administrative Expenses

	AUGUST 31	
	1994	1993 (RESTATE- NOTE 2)
COST OF SALES:		
DUTY, BROKERAGE AND FREIGHT	\$ 17,044	\$ 30,949
EQUIPMENT RENTAL AND REPAIRS	2,620	5,987
INSURANCE	2,796	3,643
MATERIAL COST	52,176	96,650
PRODUCTION LABOUR AND BENEFITS	201,557	212,296
RENT	60,663	25,637
REPAIRS AND MAINTENANCE	11,551	19,361
SHOP SUPPLIES	3,594	21,916
UTILITIES	55,395	56,872
	<u>\$ 407,396</u>	<u>\$ 473,311</u>
ADMINISTRATIVE EXPENSES:		
ADMINISTRATIVE WAGES AND BENEFITS	\$ 62,647	\$ 46,838
ADVERTISING AND PROMOTION	9,020	6,352
AUTO EXPENSES	13,187	20,249
BAD DEBTS	6,935	27,942
BANK CHARGES AND INTEREST	12,698	8,409
COMMISSIONS AND SALARIES	14,487	20,407
CONSULTING	43,722	-
INSURANCE	7,159	-
OFFICE	9,716	9,121
PROFESSIONAL FEES	43,533	33,296
TAXES AND LICENSES	30,031	1,870
TELEPHONE	7,517	10,826
TRAVEL	5,719	7,102
	<u>\$ 266,371</u>	<u>\$ 192,412</u>

Trading History (\$/share)

Common Shares

1994	High	Low	Volume
January	0.18	0.12	1,701
February	0.22	0.17	22,000
March	0.22	0.17	0
April	0.25	0.18	224,000
May	0.22	0.20	36,000
June	0.65	0.29	2,367,801
July	0.80	0.50	848,850
August	0.77	0.55	597,700
September	0.69	0.50	249,000
October	0.65	0.38	160,700
November	0.62	0.33	153,900
December	0.49	0.34	112,500
Year	0.80	0.12	4,774,152

Plasticycle Inc. Corporate Information

DIRECTORS

John S. Eliuk*
David A. Marriner*
R. Michael Matthews
James D. Van Wert

OFFICERS AND MANAGEMENT

John S. Eliuk
President and Secretary

R. Michael Matthews
Vice President, Operations

James D. Van Wert
Vice President and General Manager

REGISTRAR AND TRANSFER AGENT

R-M Trust
600, 333 7th Avenue S.W.,
Calgary, Alberta
T2P 2Z1

* Also a member of the Audit Committee

CORPORATE SOLICITOR

Darold H. Parken
Parken & Company
450 Canada Place
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Calgary Alberta
T2P 2Y3

AUDITORS

Antony Chittick Bleackley & Hanson
462, 301 14th Street N.W.,
Calgary, Alberta
T2N 2A1

BANKING

Alberta Treasury Branches
MacLeod Village
4610 Macleod Trail S.
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STOCK EXCHANGE LISTING

The Alberta Stock Exchange
Trading Symbol PCY

PLASTICYCLE INC.

CORPORATE OFFICE

Plasticycle Inc.
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